

AMENDMENTS TO
RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE
BETWEEN
THE STATE OF ALASKA
AND
AMERADA HESS CORPORATION,
ARCO PIPE LINE COMPANY,
EXXON PIPELINE COMPANY,
MOBIL ALASKA PIPELINE COMPANY,
PHILLIPS PETROLEUM COMPANY,
SOHIO PIPE LINE COMPANY, AND
UNION ALASKA PIPELINE COMPANY

AMENDMENT OF RIGHT-OF-WAY LEASE
FOR THE TRANS-ALASKA PIPELINE
ADL 63574

This AMENDMENT is made, entered into, and becomes effective the 28th day of June, 2002 by and between the State of Alaska acting through the Commissioner of Natural Resources or designee, whose mailing address is 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501-2343, and Amerada Hess Pipeline Corporation, BP Pipelines (Alaska) Inc., ExxonMobil Pipeline Company, Phillips Transportation Alaska, Inc., Unocal Pipeline Company and Williams Alaska Pipeline Company, L.L.C. (hereinafter referred to as COMPANIES), whose mailing address is The TAPS Right-of-Way Team, 1835 South Bragaw Street, MS 568, Anchorage, Alaska 99512.

This agreement, hereinafter referred to as AMENDMENT, amends the TRANSALASKA PIPELINE RIGHT-OF-WAY LEASE as recorded in the Valdez Recording District on May 15, 1979 in Book 86, Pages 802-908; the Chitina Recording District on June 11, 1979 in Book 7, Pages 845-950A; the Barrow Recording District on July 16, 1979 in Book 24, Pages 1107; the Fairbanks Recording District on July 16, 1979 in Book 149, Pages 799-905; and the Rampart Recording District on July 16, 1979 in Book 4, Pages 237-343.

WHEREAS, the COMPANIES have requested that Section 2.c. of the existing TRANS-ALASKA PIPELINE RIGHT-OF-WAY LEASE with an effective date of May 3, 1974 be amended to reflect a renewal term for up to thirty (30) years in conformance with AS 38.35.110(a), as amended, pursuant to Section 5, Ch. 18, SLA 2001; and

WHEREAS, Section 2.c. of the existing TRANS-ALASKA PIPELINE RIGHT-OF-WAY LEASE reads as follows:

- 2.c. The Commissioner shall renew the Lease for additional periods up to ten (10) years each, so long as the Pipeline is in commercial operation and the Lessees are in full compliance with State law, including but not limited to State law pertaining to regulation and taxation of the Pipeline.

NOW, therefore, the parties agree that the TRANS-ALASKA PIPELINE RIGHT-OF-WAY LEASE is amended as follows:

Section 2.c. is hereby amended to read as follows:

2.c. The Commissioner shall renew the Lease for additional periods up to thirty (30) years each, so long as the Pipeline is in commercial operation and the Lessees are in full compliance with State law, including but not limited to State law pertaining to regulation and taxation of the Pipeline.

Except as expressly amended hereby all terms, covenants and conditions of the TRANS-ALASKA PIPELINE RIGHT-OF-WAY LEASE shall remain in full force and effect.

This AMENDMENT may be signed in counterpart. All such executed counterparts shall be considered an original, and the original signature pages and notary attestations may be attached to a single counterpart for purposes of recordation.

IN WITNESS WHEREOF, the parties have executed this AMENDMENT as of the date first above written.

STATE OF ALASKA

By: /s/ Pat Pourchot
Pat Pourchot
Commissioner
Department of Natural Resources

AMERADA HESS PIPELINE CORPORATION

By: /s/ Donald C. Lutken, Jr.
Name: Donald C. Lutken, Jr.
Title: President

BP PIPELINES (ALASKA) INC.

By: /s/ Albert W. Bolea
Name: Albert W. Bolea
Title: President

EXXONMOBIL PIPELINE COMPANY

By: /s/ M. P. Tudor
Name: M.P. Tudor
Title: President

PHILLIPS TRANSPORTTION ALASKA, INC.

By: /s/ Margaret Yaege
Name: Margaret Yaege
Title: President

UNOCAL PIPELINE COMPANY

By: /s/ John F. Oveson
Name: John F. Oveson
Title: Vice President

STATE OF Texas

)
) ss.

THIS IS TO CERTIFY that on this 26 day June, 2002, before me appeared Michael P. Tudor, the President of ExxonMobil Pipeline Company who executed the foregoing TRANS-ALASKA PIPELINE RIGHT-OF-WAY LEASE AMENDMENT and acknowledged voluntarily signing the same on behalf of said corporation.

/s/ Laverne M. Ford
Notary Public in and for the State of Texas
My Commission Expires 10/28/2004

STATE OF ALASKA

)
) ss.
)

THIS IS TO CERTIFY that on this 19th day of June, 2002, before me appeared Margaret A. Yaege, the President of Phillips Transportation Alaska, Inc. who executed the foregoing TRANS-ALASKA PIPELINE RIGHT-OF-WAY LEASE AMENDMENT and acknowledged voluntarily signing the same on behalf of said corporation.

/s/ Laura E. Mutch
Notary Public in and for the State of Alaska
My Commission Expires April 9, 2003

STATE OF TEXAS

)
) ss.
)

THIS IS TO CERTIFY that on this 19th day of June, 2002, before me appeared John F. Oveson, the Vice President of Unocal Pipeline Company who executed the foregoing TRANS-ALASKA PIPELINE RIGHT-OF-WAY LEASE AMENDMENT and acknowledged voluntarily signing the same on behalf of said corporation.

/s/ Veronica Garcia
Notary Public in and for the State of Texas
My Commission Expires 11-01-2004

STATE OF Oklahoma)
) ss.
)

THIS IS TO CERTIFY that on this 21 day of June, 2002, before me appeared Michael Mears, the Vice President of Williams Alaska Pipeline Company, L.L.C. who executed the foregoing TRANS-ALASKA PIPELINE RIGHT-OF-WAY LEASE AMENDMENT and acknowledged voluntarily signing the same on behalf of said corporation.

/s/ Elaine Puryear
Notary Public in and for the State of Oklahoma
My Commission expires 9-04-04
Com # 00014344

AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE TRANS-ALASKA PIPELINE ADL 63574

This is an amendment to Exhibit D Description of Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974 hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 14th day of January, 1993 by and between the State of Alaska acting through the Commissions of Natural resources hereinafter referred to as COMMISSIONER and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobil Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include an additional 0.475 acres of land within the Barrow Recording District for the PIG Launcher/Receiver Facility for the fuel gas line at milepost 384.4 of the Dalton Highway situated within Section 7, T.5N., R.14E., Umiat Meridian as depicted on the as-built survey dated May 29, 1992.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the lands depicted on the Proposed Additional Right-of-Way PIG Launcher/Receiver drawing dated May 29, 1992, copy attached, and made a part hereof. The area to be added to the fuel gas line facility is 138 feet by 150 feet containing approximately 0.475 acres, more or less. The lands described herein are incorporated into and made a part of the Right-of-Way Lease, ADL 63574.

IN WITNESS WHEREOF, the COMMISSIONER and LESSEE have affixed the signatures to duplicate originals of this AMENDMENT on the day and year first above written.

STATE OF ALASKA

LESSEE

/s/ Glenn A. Olds

Glenn A. Olds

Commissioner

Department of Natural Resources

/s/ Robert I. Shoaf

Alyeska Pipeline Service Company,

Agent for

Amerada Hess Pipeline Corporation

ARCO Transportation Alaska, Inc.

BP Pipelines (Alaska) Inc.

Exxon Pipeline Company

Mobil Alaska Pipeline Company

Phillips Alaska Pipeline Corporation

Unocal Pipeline Company

STATE OF ALASKA)
)ss
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 14th day of January, 1993, before me, personally appeared Glen Olds, the COMMISSIONER of the Department of Natural Resources of the State of Alaska, who executed this document and acknowledged voluntarily signing the same.

/s/ Ted Deats

Notary Public in and for the state of Alaska
My Commission expires 9-18-96

[illegible]

THIS IS TO CERTIFY that on the 30th day of December, 1992, before me, personally appeared Robert I. Shoaf, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal,
the day and year in this certificate first above written.

/s/ Shirley M. Kotila

Notary Public inland for the State of Alaska
My Commission expires: 5-1-95

AMENDMENT OF THE RIGHT-OF-WAY LEASE FOR
THE
TRANS-ALASKA PIPELINE ADL 63574

This is an Amendment to Exhibit D Description of the Right -of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 19th day of February, 1997 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional shoreland within the Fairbanks Recording District for the purpose of constructing and maintaining two new diversion dikes that extend from the pipeline right-of-way at pipeline mileposts (PLMP) 242.8 and 243.8 into the Middle Fork Koyukuk River floodplain. The purpose of the diversion dikes is to control river bank erosion and protect the Trans-Alaska Pipeline System (TAPS) by preventing the development of an active river channel over the buried pipeline at these locations. The diversion dikes will be situated within Sections 6 and 12, Township 27 North, Range 13 West, Fairbanks Meridian, Alaska. The shoreland requested for construction of the dikes consists of approximately 6 acres.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the shorelands described as:

Township 27 North Range 12 West. Fairbanks Meridian. Alaska.

Section 6, NW4, those lands below the ordinary high water mark of the Middle Fork Koyukuk River within the following described area:

Beginning at a point on the westerly TAP right-of-way boundary line opposite pipeline station 12813+07, the point of beginning; thence northwesterly at right angle to the bearing of the pipeline a distance of approximately 300 feet to a point; thence southwesterly parallel to the bearing of the pipeline a distance of approximately 600 feet to a point; thence southeasterly a distance of approximately 300 feet to a point on the westerly boundary line of the TAP right-of-way; thence northerly along the westerly boundary line of the TAP right-of-way approximately 600 feet to the point of beginning, containing approximately 2 acres.

Section 12, NW4, those lands below the ordinary high water mark of the Middle Fork Koyukuk River within the following described area:

Beginning at a point on the westerly TAP right-of-way boundary line opposite pipeline station 12869+07, the point of beginning; thence northwesterly at right angle to the bearing of the pipeline a distance of approximately 300 feet to a point; thence southwesterly parallel to the bearing of the pipeline a distance of approximately 600 feet to a point; thence southeasterly a distance of approximately 300 feet to a point on the westerly boundary line of the TAP right-of-way; thence northerly along the westerly boundary line of the TAP right-of-way approximately 600 feet to the point of beginning, containing approximately 4 acres.

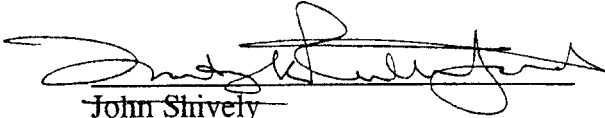
Located within the Fairbanks Recording District.


The land described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed, construction and review acceptance of as-built surveys for the diversion dikes, said as-builts to be tied to the pipeline centerline.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE


John Shively
Commissioner


Dennis E. Prendeville, Land &
Permit Lead Alyeska Pipeline Service Company
Agent for
Department of Natural Resources
Amerada Hess Pipeline
Corporation ARCO Transportation
Alaska, Inc. BP Pipelines (Alaska)
Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company
Phillips Alaska Pipeline Corporation
Unocal Pipeline Company

STATE OF ALASKA)

) ss.

THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 19th day of February, 1997, before me, personally appeared Marty Rutherford, the Deputy Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

Maretha H. Heller

Notary in and for the State of Alaska

My Commission expires 6-22-99

STATE OF ALASKA)

)ss.

THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 11th day of February, 1997, before me, personally appeared Dennis E. Prendeville who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

D. A. Osborne

Notary Public in and for the State of Alaska

My Commissioner expires

August 23, 2000

Case # 78480

AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 9th day of MAY, 1995 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional shoreland within the Fairbanks Recording District for construction of a riprap revetment structure in the Middle Fork Koyukuk River in the vicinity of pipeline milepost 231.5 and milepost 181.75 of the Dalton Highway. The revetment structure will begin approximately at pipeline station 12215 +55 and extend for about 900 feet along the bank of the river; it is situated within the NE1/4 of Section 14, of Township 29 North, Range 12 West, Fairbanks Meridian, Alaska. The shoreland requested for construction of the revetment consists of approximately 7.6 acres.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the shorelands described as:

Township 29 North, Range 12 West, Fairbanks Meridian. Alaska.

Those shorelands lying below the ordinary high water mark of the Middle Fork Koyukuk River within the NE1/4 of Section 14 within the following described area;

Beginning at a point on the westerly Trans-Alaska Pipeline right-of-way boundary line opposite pipeline station 12215 +55, thence due west a distance of approximately 400 feet to a point, thence due south a distance of approximately 1200 feet to a point, thence due east a distance of approximately 400 feet to a point on the westerly boundary line of the TAPS right-of-way, thence northerly along the westerly boundary line of the TAPS right-of-way approximately 1200 feet to the point of beginning, containing approximately 7.6 acres, more or less.

Located within the Fairbanks Recording District.

The land described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed, construction and review/acceptance of the as-built survey for the revetment, said as-built to be tied to the pipeline centerline.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE

/s/ John Shively

John Shively

Commissioner

Department of Natural Resources

/s/ Dennis E. Prendeville

Alyeska Pipeline Service Company

Agent for

Amerada Hess Pipeline Corporation ARCO Transportation

Alaska, Inc. BP Pipelines (Alaska) Inc.

Exxon Pipeline Company

Mobil Alaska Pipeline Company Phillips Alaska Pipeline

Corporation Unocal Pipeline Company

STATE OF ALASKA

)

) ss.

THIRD JUDICIAL DISTRICT

)

THIS IS TO CERTIFY that on the 9th day of May, 1995, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

/s/ Sharon Fremming

Notary Public in and for the State of Alaska

My Commission expires 5-24-95

STATE OF ALASKA

)

) ss.

THIRD JUDICIAL DISTRICT

)

THIS IS TO CERTIFY that on the 26th day of April, 1995, before me, personally appeared Dennis E. Prendeville, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

/s/ Kyle D. Gauthier

Notary Public in and for the State of Alaska

My Commission expires 11-25-97

Kyle D. Gauthier, Notary Public

State of Alaska

My Commission Expires 11/25/97

AMENDMENT OF THE RIGHT-OF-WAY LEASE

FOR THE

TRANS - ALASKA PIPELINE

ADL 63574

This is an Amendment to Exhibit D Description of the Right-of -Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Rampart Recording District in Book 4 Pages 0237 through 0343 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 19th day of June, 2000 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., EXXON Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-596, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right- of-Way Lease ADL 63574 to include additional State of Alaska land for a temporary construction zone to accommodate the installation and maintenance of an underground cathodic protection system. This system will utilize a shallow distributed horizontal groundbed along an existing winter trail near the Dalton Highway milepost 38 near pipeline milepost (PLMP) 367.2. The anode system is designed to provide maximum protection for future integrity of the pipeline by enhancing cathodic protection of the buried Trans-Alaska Pipeline System between PLMPs 361 and 372.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OFWAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the lands within the Rampart Recording District described as:

Township 11 North, Range 9 West, Fairbanks Meridian, Alaska.

Section 22, NE4SE4, those lands lying south of and adjacent to the TAPS right-of-way at PLMP 367 and within and east of the Dalton Highway right-of-way at highway milepost 38, the entire area lying southeast of the intersection of the pipeline and highway, as depicted on the drawing submitted October 12, 1999 labeled "COOPERATIVE CORROSION PROJECT X08095X, TI IN, R9W, F.M., SEC. 22, PLMP 367".

Containing approximately 2.10 acres.

The lands described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574.

The lands needed to accommodate the cathodic protection system after construction will be substantially less than those described above. After construction, Alyeska Pipeline Service Company will submit an as-built drawing for the Commissioner s approval. The as-built drawing will tie the system to the pipeline centerline. Upon Alyeska s acceptance of the Commissioner s approval of the as-built, Exhibit D Description of the Right -of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574 will be amended to reflect the final, amended legal description.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE

/s/ John Shively
John Shively

/s/ Peter C. Nagel
Alyeska Pipeline Service Company

AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE

ADL 63574

Commissioner
Department of Natural Resources

Agent for
Amerada Hess Pipeline Corporation ARCO Transportation
Alaska, Inc. BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company Phillips Alaska Pipeline
Corporation Unocal Pipeline Company

STATE OF ALASKA)
)ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 19th day of June, 2000, before me, personally appeared Peter C. Nagel, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year of this certificate first above written

/s/ Mary E. Cookson
Notary Public in and for the State of Alaska
My Commission expires 8-14-02

STATE OF ALASKA)
)ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 19th day of June, 2000, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

/s/ Mayetta V. Jeffery
Notary Public in and for the State of Alaska
My Commission expires 6-22-03

AMENDMENT OF THE RIGHT-OF-WAY
LEASE FOR THE
TRANS-ALASKA PIPELINE ADL 63574

This is an Amendment to Exhibit D Description of the Right -of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 19th day of February, 1997 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional shoreland within the Fairbanks Recording District for the purpose of constructing and maintaining two new diversion dikes that extend from the pipeline right-of-way at pipeline mileposts (PLMP) 242.8 and 243.8 into the Middle Fork Koyukuk River floodplain. The purpose of the diversion dikes is to control river bank erosion and protect the Trans-Alaska Pipeline System (TAPS) by preventing the development of an active river channel over the buried pipeline at these locations. The diversion dikes will be situated within Sections 6 and 12, Township 27 North, Range 13 West, Fairbanks Meridian, Alaska. The shoreland requested for construction of the dikes consists of approximately 6 acres.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the shorelands described as:

Township 27 North Range 12 West. Fairbanks Meridian. Alaska.

Section 6, NW4, those lands below the ordinary high water mark of the Middle Fork Koyukuk River within the following described area:

Beginning at a point on the westerly TAP right-of-way boundary line opposite pipeline station 12813+07, the point of beginning; thence northwesterly at right angle to the bearing of the pipeline a distance of approximately 300 feet to a point; thence southwesterly parallel to the bearing of the pipeline a distance of approximately 600 feet to a point; thence southeasterly a distance of approximately 300 feet to a point on the westerly boundary line of the TAP right-of-way; thence northerly along the westerly

boundary line of the TAP right-of-way approximately 600 feet to the point of beginning, containing approximately 2 acres.

Township 27 North, Range 13 West Fairbanks Meridian Alaska.

Section 12, NW4, those lands below the ordinary high water mark of the Middle Fork Koyukuk River within the following described area:

Beginning at a point on the westerly TAP right-of-way boundary line opposite pipeline station 12869+07, the point of beginning; thence northwesterly at right angle to the bearing of the pipeline a distance of approximately 300 feet to a point; thence southwesterly parallel to the bearing of the pipeline a distance of approximately 600 feet to a point; thence southeasterly a distance of approximately 300 feet to a point on the westerly boundary line of the TAP right-of-way; thence northerly along the westerly boundary line of the TAP right-of-way approximately 600 feet to the point of beginning, containing approximately 4 acres.

Located within the Fairbanks Recording District.

The land described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed, construction and review acceptance of as-built surveys for the diversion dikes, said as-builts to be tied to the pipeline centerline.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE

/s/ Marty Rutherford
Acting Commissioner
Department of Natural Resources

/s/Dennis E. Prendeville,
Land & Permit Lead Alyeska
Pipeline Service Company Agent for
Amerada Hess Pipeline Corporation,
ARCO Transportation Alaska, Inc., BP
Pipelines (Alaska) Inc., Exxon Pipeline
Company, Mobil Alaska Pipeline
Company, Phillips Alaska Pipeline
Corporation, and Unocal Pipeline Company

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 19th day of February, 1997, before me, personally appeared Marty Rutherford, the Deputy Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

/s/Mayette V. Jeffery

Notary in and for the State of Alaska
My Commission expires 6-22-99

STATE OF ALASKA)
)ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 11th day of February, 1997, before me, personally appeared Dennis E. Prendeville who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

/s/ Dee A. Osborne

Notary Public in and for the State of Alaska
My Commission expires August 23, 2000

Case # 78480

AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 10th day of October, 1995 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional shoreland within the Fairbanks Recording District for the purpose of constructing and maintaining a new diversion dike that extends from the pipeline right-of-way at pipeline milepost (PLMP) 196 into the Dietrich River floodplain. The purpose of the diversion dike is to control river bank erosion and protect the Trans-Alaska Pipeline System (TAPS) by preventing the development of an active river channel over the buried pipeline at this location. The diversion dike will be situated within the NW1/4 of Section 15, of Township 34 North, Range 10 West, Fairbanks Meridian, Alaska. The shoreland requested for construction of the dike consists of approximately 3.4 acres.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF- WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the shorelands described as:

Township 34 North, Range 10 West. Fairbanks Meridian. Alaska.

Those shorelands lying below the ordinary high water mark of the Dietrich River within the NW1/4 of Section 15 within the following described area:

A 300 foot by 500 foot area centered on the centerline of the new dike intersecting the westerly Trans Alaska Pipeline right-of-way boundary line opposite pipeline station 10344+63, containing 3.4 acres, more or less, as depicted on the drawing submitted with the application labeled "Plan - Limits of Construction - Proposed Spur Dike and Pilot Channel at PLMP 196.0 Along the Dietrich River - Sheet 2 of 3 - Dated Jan. 4, 1993".

Located within the Fairbanks Recording District.

The land described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed, construction and review/acceptance of the as-built survey for the diversion dike, said as-built to be tied to the pipeline centerline.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE

/s/ Marty K. Rutherford for
John Shively
Commissioner
Department of Natural Resources

/s/ Dennis E. Prendeville
Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation
ARCO Transportation Alaska, Inc.
BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company
Phillips Alaska Pipeline Company
Unocal Pipeline Company

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 10th of October, 1995, before me, personally appeared Marty K. Rutherford Assistant Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

ss. Mayetta V. Jeffery
Notary Public in and for the State of Alaska
My Commission expires June 22, 1999

STATE OF ALASKA)
)ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 4th day of October, 1995, before me, personally appeared Dennis E. Prindeville, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above- referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

/s/ Kyle D. Gauthier
Notary Public in and for the State of Alaska My
Commission expires: 11/25/97

Kyle D. Gauthier, Notary Public
State of Alaska
My Commission Expires: 11/25/97

STATE PIPELINE COORDINATOR'S OFFICE

Department of Environmental Conservation

Department of Natural Resources

Department of Fish and Game

411 West 4th Avenue, Suite 2 Anchorage, Alaska 99501-2343

Phone: (907) 271-4336

(907) 271-5070 FAX:

(907) 273-0690 TDD:

(907) 271-2902

April 2, 1996

Letter No.: 96-062-GD

File No.: ADL 63574

PLMP 196

Due: Date: 5-9-96

Mr. Douglas M. Webb
Senior Vice President
Health, Safety, Environment and Corporate Affairs
Alyeska Pipeline Service Company
1835 South Bragaw Street, MS-542
Anchorage, Alaska 99512

CERTIFIED MAIL
RETURN RECEIPT
REQUESTED
P 190 121 774

Re: TAPS Right-Of-Way Lease ADL 63574, Land Description Modification
Final Right-Of-Way for Related Facility Approved
As-Built Drawing for Spur Dike 2A - PLMP 196 – Approved

Dear Mr. Webb:

On October 10, 1995, Exhibit D Description of the Right-of-Way for Related Facilities of the Trans Alaska Pipeline Right-Of-Way Lease dated May 3, 1974, ADL 63574, was amended to include 3.4 acres of shoreland at pipeline milepost 196 for construction of a new diversion dike, Spur Dike 2A. The added right-of-way is on shorelands to which Alaska claims ownership as lands beneath navigable waters, the Dietrich River south of its confluence with Kuyuktuvuk Creek. It provided for that part of the new spur dike on lands below the ordinary high water mark of the Dietrich River at pipeline milepost 196 and included temporary additional land needed for a construction zone.

Pursuant to Section l.d.(ii) of the Trans Alaska Pipeline System Right-Of-Way Lease Agreement, as amended, Alyeska Pipeline Service Company, agent for the Lessees, filed transmittal Letter No. 96-7804 with As-built Drawing No. 196A1095, Rev. 0, SPUR DIKE 2A. PROPOSED R.O.W. MILEPOST 196, attached, and requested approval of the final Right-of-Way for Related Facility as shown on the as-built.

This approval of As-built Drawing No. 196A1095, Rev. 0, SPUR DIKE 2A. PROPOSED R.O.W. MILEPOST 196, is prepared in duplicate with original signature. Please sign and date both originals if you accept the approval and return one original with as-built attached to the State Pipeline Coordinator's Office. Upon acceptance of this approval by Alyeska Pipeline Service Company, acting as agent for the Lessees, the final Right-of-Way for Spur Dike 2A at pipeline milepost 196 will be as shown on the above referenced as-built drawing, and pursuant to Section l.d.(ii) of

the Trans Alaska Pipeline System Right-Of-Way Lease Agreement, as amended, such acceptance shall operate as a release of all interests of the Lessees in all lands added by the Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the Trans Alaska Pipeline Right-Of-Way Lease dated May 3, 1974, ADL 63574, dated October 10, 1995, and not included in the final Right-of-Way for Related Facilities as shown in As-built Drawing No. 196A1095, Rev. 0, SPUR DIKE 2A. PROPOSED R.O.W, MILEPOST 196.

APPROVAL

As-built Drawing No. 196A1095, Rev. 0, SPUR DIKE 2A. PROPOSED R.O.W, MILEPOST 196, properly depicts the amended right-of-way on State owned land encumbered by the addition of Spur Dike 2A, and is approved as the final Right-of-Way for the Related Facility (Spur Dike 2A), as included in Exhibit D Description of the Right-of-Way for Related Facilities of the Trans Alaska Pipeline Right-Of-Way Lease dated May 3, 1974, ADL 63574, as amended.

/s/ Jerry Brossia
Jerry Brossia
State Pipeline Coordinator

ACCEPTANCE

Pursuant to Section 1.d.(ii) of the Trans Alaska Pipeline System Right-Of-Way Lease Agreement, as amended, Alyeska Pipeline Service Company, agent for the Lessees, accepts the above approval on behalf of the Lessees, such acceptance shall operate as a release of all interests of Lessees in all lands added by the Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the Trans Alaska Pipeline Right-Of-Way Lease dated May 3, 1974, ADL 63574, dated October 10, 1995, and not included in the final Right-of-Way for Related Facilities as shown in As-built Drawing No. 196A1095, Rev. 0, SPUR DIKE 2A. PROPOSED R.O.W, MILEPOST 196..

4/10/96

Date

Dennis E. Prendeville

Alyeska Pipeline Service Company

As Agent for the Lessees

AKE 0268537

AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 13th day of June, 1996 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional State of Alaska land within the Fairbanks Recording District for the purpose of relocating and maintaining an 800 foot segment of the pipeline workpad to improve vehicular access along this section of pipeline. The workpad will be relocated to the west of its current location and allows for a switchback to ease the climb up the slope.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OFWAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the lands described as:

Township 7 North. Range 4 West. Fairbanks Meridian. Alaska.

Section 30, NE4SW4, those lands within the following described area:

Beginning at a point on the westerly TAPS right-of-way boundary line opposite pipeline station 21412 +00, the point of beginning; thence southeasterly along the westerly TAP right-of-way boundary line a distance of 900 feet to a point; thence southwesterly at right angle to the previous bearing a distance of approximately 275 feet to a point; thence northwesterly at right angle to the previous bearing a distance of approximately 900 feet to a point; thence northeasterly at right angle to the previous bearing a distance of approximately 275 feet to the point of beginning, containing approximately 5.7 acres.

Subject to the United States Department of the Interior Grant of Right-of-Way, F-24538, for the Alaska Natural Gas Transportation System (ANGTS) issued December 1, 1980 to Alaskan Northwest Natural Gas Transportation Company under the provisions of the Alaska Natural Gas Transportation Act of 1976 and Sec. 28 of the Mineral Leasing Act of 1920, as amended.

Upon notice by the grantee, its successors, or assigns, of the abovementioned United States Department of the Interior Grant of Right-of-Way, F-24538, as amended, that the lands, in whole or part, involved in this amendment are necessary for construction, operation, or maintenance of the gas pipeline authorized under the aforementioned grant, the Lessee shall to that extent discontinue use, remove, or relocate any improvements constructed under this amendment.

The land described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance

of the Notice to Proceed, construction and review/acceptance of the as-built survey for the relocated workpad, said as-built to be tied to the TAPS pipeline centerline.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA
/s/John Shively
John Shively
Commissioner
Department of Natural Resources

LESSEE
/s/ Dennis E. Prendeville
Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation ARCO Transportation
Alaska, Inc. BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company Phillips Alaska Pipeline
Corporation Unocal Pipeline Company

STATE OF ALASKA)
)ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 13th day of June, 1996, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

/s/ Mayetta V. Jeffrey
Notary Public in and for the State of Alaska My Commission expires
June 22, 1999

Page 2 of 3

STATE OF ALASKA)
)ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 11th day of June, 1996, before me, personally appeared Dennis E. Prendeville, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

/s/ Susan Waterman
Notary Public in and for the State of Alaska
My Commission expires : March 21, 1999

AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, and the survey plat recorded in the Fairbanks Recording District on January 7, 1981 as Plat 81-1, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 31st day of July, 2000 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Williams Alaska Pipeline Company, L.L.C., Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-596, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional State of Alaska land for a temporary construction zone to accommodate the installation and maintenance of an underground cathodic protection system. This system will utilize a shallow distributed horizontal groundbed along Manley Hot Springs Road near pipeline milepost (PLMP) 397.3. The anode system is designed to provide maximum protection for future integrity of the pipeline by enhancing cathodic protection of the buried Trans-Alaska Pipeline System between PLMPs 375 and 415.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the lands within the Fairbanks Recording District described as:

Township 8 North, Range 5 West, Fairbanks Meridian, Alaska.

Section 31, NE4SE4, those lands lying south of and adjacent to the TAPS right-of-way at PLMP 397.3 and adjacent to and west of Manley Hot Springs Road, the entire area lying southwest of the intersection of the pipeline and highway, as depicted on the drawing submitted after the Issued for Construction package labeled "MP 375 - MP 415 MANLEY HOT SPRINGS ROAD PROJ# X08006X".

Containing approximately 11.20 acres.

The lands described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574.

The lands needed to accommodate the cathodic protection system after construction will be substantially less than those described above. After construction, Alyeska Pipeline Service Company will submit an as-built drawing for the Commissioner's approval. The as-built drawing will tie the system to the pipeline centerline. Upon Alyeska's acceptance of the Commissioner's approval of the as-built, Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574 will be amended to reflect the final, amended legal description.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE

/s/ John Shively
John Shively
Commissioner
Department of Natural Resources

/s/Peter C. Nagel
Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation ARCO Transportation Alaska,
Inc. BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Williams Alaska Pipeline Company, L.L.C.
Phillips Alaska Pipeline Corporation Unocal Pipeline Company

STATE OF ALASKA)
)ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 27th day of August, 2000, before me, personally appeared Peter Nagel, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above, written.

/s/ Mary E. Cookson
Notary Public in and for the State of Alaska
My Commission expires 8/14/02

STATE OF ALASKA)
)ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 31st day of July, 2000, before me, personally appeared John Shively, the Commissioner of the Department Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

/s/ Anna M. Solorzano
Notary Public in and for the State of Alaska
My Commission expires 11-15-03

AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, hereinafter this document is referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 2nd day of June, 1994 by and between the State of Alaska located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of the Department of Natural Resources hereinafter referred to as COMMISSIONER and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobil Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include an additional 0.30 acres of land within the Fairbanks Recording District included in the Hess Creek Erosion Control Structure. The lands are located at the Hess Creek pipeline bridge south abutment and pipeline workpad at pipeline milepost 378.7 within Section 20, Township 10 North, Range 7 West, Fairbanks Meridian, Alaska as depicted on the as-built drawing entitled Hess Creek Bank Protection Proposed Right-of-Way dated August 23, 1993. The areas to be added are labeled on the drawing as "Proposed Right-of-Way" on the easterly and westerly sides of the existing pipeline right-of-way.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574 to include the lands depicted on the drawing dated August 23, 1993, Exhibit A, attached and made a part hereof. These lands are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate Originals of this AMENDMENT as of the date first above written.

COMMISSIONER
/s/ Harry A. Noah
Harry A. Noah,
Commissioner
Department of Natural Resources

LESSEE
/s/ Dennis E. Prendeville
Authorized Representative
Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation ARCO Transportation
Alaska, Inc. BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company Phillips Alaska Pipeline
Corporation Unocal Pipeline Company

STATE OF ALASKA)
)ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 2nd day of June 1994, before me, personally appeared Harry A. Noah, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

/s/ Barbara J. Champion
Notary Public in and for the State of Alaska
My Commission expires 8/19/97

STATE OF ALASKA)
)ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 17th day of May, 1994, before me, personally appeared Dennis E. Prendeville who stated that he/she executed the foregoing document as an authorized representative of Alyeska Pipeline Service Company as agent for its above-referenced owner companies and voluntarily on behalf of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above w ' en.

/s/ Lois M. Handee
Notary Public in and for the State of Alaska
My Commission expires 8-14-97

AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Barrow Recording District in Book 24 Pages 1 through 107 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 2nd day of June 1994 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include an additional 26.08 acres of land within the Barrow Recording District for Spur Dikes 6, 7, and 8 located at Pipeline Milepost 46.5 - 48.5 and milepost 370.6 of the Dalton Highway. These lands are situated within Sections 14 and 23 of Township 3 North, Range 14 East, Umiat Meridian, Alaska as depicted on the as-built drawing entitled Proposed R.O.W. Spur Dike 6, 7 & 8; M.P. 46.5 - M.P. 48.5 dated January 6, 1994. The areas to be added are labeled on the drawing as "Proposed Spur Dike Right-of-Way" and "Proposed Right-of-Way" at Spur Dike #6, Spur Dike #7 with guide bank and Spur Dike #8.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, dated May 3, 1974 ADL 63574 to include the lands depicted on the drawing dated January 6, 1994, Exhibit A, attached and made a part hereof. The lands are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

COMMISSIONER
/s/ Harry A. Noah
Harry A. Noah
State of Alaska
Department of Natural Resources

LESSEE
/s/ Dennis E. Prendeville
Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation ARCO Transportation
Alaska, Inc. BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company Phillips Alaska Pipeline
Corporation Unocal Pipeline Company

STATE OF ALASKA)
)ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 2nd day of June, 1994, before me, personally appeared Harry A. Noah, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

/s/ Barbara J. Champion
Notary. Public in and for the State of Alaska
My Commission expires 8/19/97

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 17th day of May, 1994, before me, personally appeared Dennis E. Prendeville, who stated that he/she executed the foregoing document as an authorized representative of Alyeska Pipeline Service Company as agent for its above-referenced owner companies and voluntarily on behalf of said corporation.

IN TESTIMONY WHEREOF, I have hereun_{to} set my hand and affixed by official seal, the day and year in this certificate first above written

/s/ Lois M. Hankee
Notary Public in and for the State of Alaska
My Commission expires 11-25-97

AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Barrow Recording District in Book 24 Pages 1 through 107 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 21st day of October, 1994 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional land within the Barrow Recording District for a laydown area for storage of materials in the vicinity of pipeline milepost (PIMP) 76.7. The laydown area is located adjacent to the pipeline right-of-way between pipeline stations 4057+35 and 4053+77 within Section 4, Township 3 South, Range 14 East, Umiat Meridian, Alaska. This site consists of approximately 9.23 acres as depicted on the drawing entitled ALIGNMENT SHEET 15, STATION 4053+77 dated March 23, 1994, Exhibit A, attached and made a part hereof.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, dated May 3, 1974 ADL 63574 to include the lands depicted on the drawing dated March 23 1994, Exhibit A, attached and made a part hereof. The lands are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

COMMISSIONER

LESSEE

/s/ Harry A. Noah

Alyeska Pipeline Service Company State of Alaska
Department of Natural Resources

/s/ Dennis E. Prendeville Commissioner

Agent for
Amerada Hess Pipeline Corporation ARCO Transportation
Alaska, Inc. BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company Phillips Alaska Pipeline
Corporation Unocal Pipeline Company

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 21st day of October, 1994, before me, personally appeared Harry A. Noah, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

/s/ Julie A. Murrell
Notary Public in and for the State of Alaska
My Commission expires 4-15-96

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 14th day of October, 1994, before me, personally appeared Dennis E. Prendeville who stated that he/she executed the foregoing document as an authorized representative of Alyeska Pipeline Service Company as agent for its above-referenced owner companies and voluntarily on behalf of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

/s/ Kyle D. Gauthier
Notary y Public in and for the State of Alaska
My Commission expires 11-25-97

Kyle D. Gauthier, Notary Public
State of Alaska
My Commission Expires 11/25/97

AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way or Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Barrow Recording District in Book 24 Pages 0001 through 0107 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 30th day of MAY, 1996 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional State of Alaska land within the Barrow Recording District for a temporary construction zone to accommodate the installation and maintenance of sacrificial anode bag ground beds at four locations along the banks of the Sagavanirktok River where the TAPS Right-of-Way crosses the river in the vicinity of pipeline mileposts 76 and 84. The ground beds are designed to provide maximum protection for future integrity of the pipeline by enhancing cathodic protection at these locations.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the lands described as:

Township 2 South, Range 14 East, Umiat Meridian, Alaska

Section 33: That portion of the SW4 as depicted on Alyeska Pipeline Service Company drawing D-00-C3014.

Containing 20 acres, more or less.

Township 3 South, Range 14 East, Umiat Meridian, Alaska.

Section 4: That portion of the NE4 as depicted on Alyeska Pipeline Service Company drawing D-00-C3015.

Containing 20 acres, more or less.

Township 4 South, Range 14 East, Umiat Meridian, Alaska.

Section 5: That portion of the SW4 as depicted on Alyeska Pipeline Service Company drawing D-00-C3016.

Containing 20 acres, more or less.

Township 4 South, Range 14 East, Umiat Meridian, Alaska.

Section 7: That portion of the NE4 as depicted on Alyeska Pipeline Service Company drawing D-00-C3016.

Section 8: That portion of the NW4 as depicted on Alyeska Pipeline Service Company drawing D-00-C3016.

Containing 20 acres, more or less.

Located within the Barrow Recording District.

The land described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed, construction and review/acceptance of the as-built survey for the diversion dike, said as-built to be tied to the pipeline centerline.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE

/s/ John Shively

/s/ Dennis E. Prendeville

John Shively
Commissioner
Department of Natural Resources

Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation ARCO Transportation
Alaska, Inc. BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company Phillips Alaska Pipeline
Corporation Unocal Pipeline Company

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 30th day of May, 1996, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

/s/ Mayetta V. Jeffery
Notary Public in and for the State of Alaska
My Commission expires June 22, 1999

AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 19th day of March 1999 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-596, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional shore land for the purpose of enhancing the protection of the above ground Trans-Alaska Pipeline System by constructing and maintaining a 900 foot long river bank revetment structure along the east bank of the Middle Fork Koyukuk River at pipeline milepost (PLMP) 218.5. The revetment will enhance the integrity of the pipeline by preventing further river bank erosion at this location by control of the meandering Middle Fork Koyukuk River. The construction of this revetment will increase the buffer to the above ground pipe approximately 250 feet at the upstream end and 200 feet at the downstream end.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the shorelands within the Fairbanks Recording District described as:

Township 31 North, Range 11 West, Fairbanks Meridian. Alaska.

Section 25, SW4, those lands below the ordinary high water mark of the Middle Fork Koyukuk River within the following described area;

Beginning at a point on the centerline of the Trans-Alaska Pipeline at AP-325-1, the point of beginning, thence N37°11'05"W a distance of approximately 800 feet to a point, thence S52°48' 16"W a distance of approximately 1300 feet to a point, thence 837° 11' 44"E a distance of approximately 900 feet to a point, thence N52°48' 16"E a distance of approximately 1300 feet to a point, thence N37°11'05"W a distance of approximately 100 feet to the point of beginning, containing approximately 15.0 acres.

The lands described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed; construction of the revetment structure; the Commissioner's approval of the as-built drawing which will be tied to the pipeline centerline; and Alyeska's acceptance of the Commissioner's approval of the as-built.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE

/s/ John Shively

John Shively
Commissioner
Department of Natural Resources

/s/ Dennis E. Prendeville

Alyeska Pipeline Service Company
Agent for

Amerada Hess Pipeline Corporation
ARCO Transportation Alaska, Inc.
BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company Phillips Alaska Pipeline
Corporation
Unocal Pipeline Company

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 17th day of March, 1999, before me, personally appeared Dennis E. Prendeville, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

/s/ Michelle Brown

Notary Public in and for the State of Alaska

My Commission expires 5-26-2002

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 19th day of March, 1999, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

/s/ Mayetta V. Jeffery

Notary Public in and for the State of Alaska

My Commission expires 6-22-99

AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 8th day of September, 1997 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-596, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional shorelands for the purpose of constructing and maintaining a river bank revetment structure that will be aligned with the natural bank at the upstream end and angled outward slightly on the downstream end to deflect flow from the natural bank in order to minimize eddying and erosion at pipeline milepost (PLMP) 197.5 in the Dietrich River floodplain. The purpose of the revetment is to control river bank erosion and protect the Trans-Alaska Pipeline System (TAPS) by preventing the development of an active river channel around the raised pipeline at this location. The revetment structure will be situated within Section 22, Township 34 North, Range 10 West, Fairbanks Meridian, Alaska. The shoreland requested for construction of the revetment consists of approximately 5.7 acres.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the shorelands within the Fairbanks Recording District described as:

Township 34 North, Range 10 West Fairbanks Meridian. Alaska.

Section 22, SE1/4, those lands below the ordinary high water mark of the Dietrich River within the following described area:

Beginning at a point on the centerline of the Trans-Alaska Pipeline at pipeline station 10420+36, the point of beginning, thence S72°37'09"W a distance of approximately 465 feet to a point, thence S17°22'51 "E a distance of approximately 1000 feet to a point, thence N72°37'09"E a distance of approximately 500 feet to a point, thence N17°22'51" a distance of approximately 1000 feet to a point, thence S72°37'09"W a distance of approximately 35 feet to the point of beginning, containing approximately 5.7 acres.

The lands described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed; construction of the revetment structure; the Commissioner's approval of the as-built drawing which will be tied to the pipeline centerline; and Alyeska's acceptance of the Commissioner's approval of the as-built.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE

/s/ John Shively
John Shively
Commissioner
Department of Natural Resources

/s/ Dennis E. Prendeville
Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation
ARCO Transportation Alaska, Inc.
BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company
Phillips Alaska Pipeline Corporation
Unocal Pipeline Company

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 4th day of September , 1997, before me, personally appeared Dennis E. Prendeville, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

/s/ Michelle Brown
Notary Public in and for the State of Alaska
My Commission expires 5-26-98

STATE OF ALASKA)
)ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 8th day of, September 1997, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

/s/ Mayetta V. Jeffery
Notary Public in and for the State of Alaska
My Commission expires 6-22-99

AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 19th day of April, 1999 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-596, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional shore land for the purpose of enhancing the protection of the buried Trans-Alaska Pipeline System by constructing and maintaining a 900 foot long river bank revetment structure along the east bank of the Dietrich River at pipeline milepost (PLMP) 185.8. The revetment will enhance the integrity of the pipeline by preventing further river bank erosion at this location. The construction of this revetment will also reclaim a buffer up to 75 feet wide between the Dietrich River and the buried pipe and RGV 34 facility.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the shore lands within the Fairbanks Recording District described as:

Township 36 North. Range 10 West. Fairbanks Meridian. Alaska.

Section 28, NE 1/4, those lands below the ordinary high water mark of the east bank of the Dietrich River near PLMP 185.8 within the following described area:

Beginning at a point on the centerline of The Trans-Alaska Pipeline at AP-264, the point of beginning, thence N11°02'43"W a distance of approximately 230 feet to a point, thence S84°54'05"W a distance of approximately 356.2 feet to a point, thence S0°105'55 "E a distance of approximately 798.8 feet to a point, thence N8°154'05 "E a distance of approximately 380 feet to a point, thence N05°05'55"W a distance of approximately 570 feet to a point on the centerline of the Trans-Alaska Pipeline at AP264 and the point of beginning.

Containing approximately 4.50 acres.

The lands described above are incorporated into and made a part of Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANSALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed; construction of the revetment structure; the Commissioner's approval of the as-built drawing which ties the revetment to the pipeline centerline; and Alyeska's acceptance of the Commissioner's approval of the as-built.

The final approved and accepted as-built drawing will replace and supercede this land description and will become the permanent amended description.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE

/s/ John Shively
John Shively
Commissioner
Department of Natural Resources

Dennis E. Prendeville
Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation
ARCO Transportation Alaska, Inc.
BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company Phillips Alaska Pipeline Corporation
Unocal Pipeline Company

STATE OF ALASKA)
)ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 15th day of April, 1999, before me, personally appeared Dennis E. Prendeville who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

OFFICIAL SEAL /s/ Michele A. Martin
STATE OF ALASKA Notary Pulbic in and for the State of Alaska NOTARY PUBLIC
My Commission expires 9-5-01
Michele A. MARTIN
My comm expires September 5, 2001

STATE OF ALASKA)
)ss.
FIRST JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 19th day of April, 1999, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

/s/ Sharon Fremming
Notary Public in and for the State of Alaska

AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 9th day of MAY, 1995 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional shoreland within the Fairbanks Recording District for construction of a riprap revetment structure in the Middle Fork Koyukuk River in the vicinity of pipeline milepost 231.5 and milepost 181.75 of the Dalton Highway. The revetment structure will begin approximately at pipeline station 12215 +55 and extend for about 900 feet along the bank of the river; it is situated within the NE1/4 of Section 14, of Township 29 North, Range 12 West, Fairbanks Meridian, Alaska. The shoreland requested for construction of the revetment consists of approximately 7.6 acres.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the shorelands described as:

Township 29 North, Range 12 West, Fairbanks Meridian. Alaska.

Those shorelands lying below the ordinary high water mark of the Middle Fork Koyukuk River within the NE1/4 of Section 14 within the following described area;

Beginning at a point on the westerly Trans-Alaska Pipeline right-of-way boundary line opposite pipeline station 12215 +55, thence due west a distance of approximately 400 feet to a point, thence due south a distance of approximately 1200 feet to a point, thence due east a distance of approximately 400 feet to a point on the westerly boundary line of the TAPS right-of-way, thence northerly along the westerly boundary line of the TAPS right-of-way approximately 1200 feet to the point of beginning, containing approximately 7.6 acres, more or less.

Located within the Fairbanks Recording District.

The land described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed, construction and review/acceptance of the as-built survey for the revetment, said as-built to be tied to the pipeline centerline.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE

/s/ John Shively

John Shively

Commissioner

Department of Natural Resources

/s/ Dennis E. Prendeville

Alyeska Pipeline Service Company

Agent for

Amerada Hess Pipeline Corporation ARCO Transportation

Alaska, Inc. BP Pipelines (Alaska) Inc.

Exxon Pipeline Company

Mobil Alaska Pipeline Company Phillips Alaska Pipeline

Corporation Unocal Pipeline Company

STATE OF ALASKA

)

) ss.

THIRD JUDICIAL DISTRICT

)

THIS IS TO CERTIFY that on the 9th day of May, 1995, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

/s/ Sharon Fremming

Notary Public in and for the State of Alaska

My Commission expires 5-24-95

STATE OF ALASKA

)

) ss.

THIRD JUDICIAL DISTRICT

)

THIS IS TO CERTIFY that on the 26th day of April, 1995, before me, personally appeared Dennis E. Prendeville, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

/s/ Kyle D. Gauthier

Notary Public in and for the State of Alaska

My Commission expires 11-25-97

Kyle D. Gauthier, Notary Public

State of Alaska

My Commission Expires 11/25/97

AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 30th day of August, 1996 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional State of Alaska land within the Fairbanks Recording District for the purpose of accommodating construction and operation of a new drag reducing agent (DRA) injection facility at the below described location.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the lands described as:

Township 28 North, Range 12 West, Fairbanks Meridian, Alaska.

Section 16: SE4NE4, those lands within the following described area:

Beginning at a point on the westerly Traps-Alaska Pipeline System (TAPS) right-of-way boundary line opposite pipeline station 12566+60, thence southwesterly along the westerly TAPS right-of-way boundary line a distance of approximately 344 feet to a point, thence N 38° 49' 43" W a distance of approximately 148 feet to a point, thence N 51° 10' 17" E a distance of approximately 342 feet to a point, thence S 38° 49' 43" E a distance of approximately 159 feet to the point of beginning, containing approximately 1.14 acres.

The land described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed, construction and review/acceptance of the as-built survey for the drag reducing agent injection facility, said as-built to be tied to the TAPS pipeline centerline.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE

/s/ John Shively

John Shively

Commissioner

Department of Natural Resources

/s/ Dennis E. Prendeville

Alyeska Pipeline Service Company

Agent for

Amerada Hess Pipeline Corporation

ARCO Transportation Alaska, Inc.

BP Pipelines (Alaska) Inc.

Exxon Pipeline Company

Mobil Alaska Pipeline Company

Phillips Alaska Pipeline Corporation

Unocal Pipeline Company

STATE OF ALASKA

)

) ss.

THIRD JUDICIAL DISTRICT

)

THIS IS TO CERTIFY that on the 30th day of August, 1996, before me,
personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska,
who executed the foregoing Amendment and acknowledged voluntarily signing the same.

/s/ Rachel J. Rodriguez

Notary Public in and for the State of Alaska

My Commission Expires 2-8-2000

STATE OF ALASKA

)

) ss.

THIRD JUDICIAL DISTRICT

)

THIS IS TO CERTIFY that on the 29th day of August, 1996, before me, personally appeared Dennis Prendeville, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

/s/ Carol K. Lee

Notary Public in and for the State of Alaska

My Commission expires 8-23-2000

State of Alaska

OFFICIAL SEAL

NOTARY PUBLIC

CAROL K LEE

My Commission expires Aug 23 2000

AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 19th day of February , 1997 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional shoreland within the Fairbanks Recording District for the purpose of constructing and maintaining two new diversion dikes that extend from the pipeline right-of-way at pipeline mileposts (PLMP) 242.8 and 243.8 into the Middle Fork Koyukuk River floodplain. The purpose of the diversion dikes is to control river bank erosion and protect the Traps-Alaska Pipeline System (TAPS) by preventing the development of an active river channel over the buried pipeline at these locations. The diversion dikes will be situated within Sections 6 and 12, Township 27 North, Range 13 West, Fairbanks Meridian, Alaska. The shoreland requested for construction of the dikes consists of approximately 6 acres.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OFWAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the shorelands described as:

Township 27 North Range 12 West, Fairbanks Meridian, Alaska.

Section 6, NW4, those lands below the ordinary high water mark of the Middle Fork Koyukuk River within the following described area:

Beginning at a point on the westerly TAP right-of-way boundary line opposite pipeline station 12813 +07, the point of beginning; thence northwesterly at right angle to the bearing of the pipeline a distance of approximately 300 feet to a point; thence southwesterly parallel to the bearing of the pipeline a distance of approximately 600 feet to a point; thence southeasterly a distance of approximately 300 feet to a point on the westerly boundary line of the TAP right-of-way; thence northerly along the westerly boundary line of the TAP right-of-way approximately 600 feet to the point of beginning, containing approximately 2 acres.

Section 12, NW4, those lands below the ordinary high water mark of the Middle Fork Koyukuk River within the following described area:

Beginning at a point on the westerly TAP right-of-way boundary line opposite pipeline station 12869+07, the point of beginning; thence northwesterly at right angle to the bearing of the pipeline a distance of approximately 300 feet to a point; thence southwesterly parallel to the bearing of the pipeline a distance of approximately 600 feet to a point; thence southeasterly a distance of approximately 300 feet to a point on the westerly boundary line of the TAP right-of-way; thence northerly along the westerly boundary line of the TAP right-of-way approximately 600 feet to the point of beginning, containing approximately 4 acres.

Located within the Fairbanks Recording District.

The land described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed, construction and review/acceptance of as-built surveys for the diversion dikes, said as-builts to be tied to the pipeline centerline.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE

/s/ John Shively
Commissioner
Department of Natural

/s/ Dennis E. Prendeville
Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation
ARCO Transportation Alaska, Inc.
BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company
Phillips Alaska Pipeline Corporation
Unocal Pipeline Company

STATE OF ALASKA)
)ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 19th day of February, 1997, before me, personally appeared Marty Rutherford, the Deputy Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

/s/ Mayetta V. Jeffery
Notary Public in and for the State of Alaska
My Commission Expires 6-22-99

STATE OF ALASKA)
)ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 11th day of February, 1997, before me, personally appeared Dennis E. Prendeville, who stated that he executed the foregoing Document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto Set my hand and affixed by official seal, the day and year in this certificate first above written.

/s/ Deb A. Osborne
Notary Pubic in and for the State of Alaska
My Commission expires 8-23-2000
Case #78480

STATE PIPELINE COORDINATOR'S OFFICE
Department of Environmental Conservation
Department of Natural Resources
Department of Fish and Game

September 9, 1996

Letter No.: 96-194-GD
File No.: PLMP 243.6 DD: N/A

Mr. Douglas M. Webb
Senior Vice President
Health, Safety, Environment and Corporate Affairs
Alyeska Pipeline Service Company
1835 South Bragaw Street, MS-542
Anchorage, Alaska 99512

CERTIFIED MAIL
RETURN RECIEPT
REQUESTED

P 190 121850

Re: TAPS Right-Of-Way Lease ADL 63574, Land Description Modification
Final Right-of-Way for Related Facility Approved
As-Built Drawing for Spur Dike 7A - PLMP 243.6 - Approved

Dear Mr. Webb:

On March 5, 1996, Exhibit D Description of the Right-of-Way for Related Facilities of the Trans Alaska Pipeline Right-Of-Way Lease dated May 3, 1974, ADL 63574, was amended to include 2.3 acres of shoreland at pipeline milepost 243.6 for construction of a new diversion dike, Spur Dike 8A (since redesignated Spur Dike 7A). The added right-of-way is on shorelands to which Alaska claims ownership as lands beneath navigable waters, the Middle Fork Koyukuk River. It provided for that part of the new spur dike on lands below the ordinary high water mark of the Middle Fork Koyukuk River at pipeline milepost 243.6 and included temporary additional land needed for a construction zone.

Pursuant to Section 1.d (ii) of the Trans Alaska Pipeline System Right-Of-Way Lease Agreement, as amended, Alyeska Pipeline Service Company, agent for the Lessees, filed transmittal Letter No. 96-10452 with As-built Drawing No. 243130396, Rev. 0, SPUR DIKE 7A. PROPOSED PERMANENT RIGHT-OF-WAY, attached, and requested approval of the final Right-of-Way for Related Facility as shown on the as-built.

This approval of As-built Drawing No. 243B0396, Rev. 0, SPUR DIKE 7A. PROPOSED PERMANENT RIGHT-OF-WAY, is prepared in duplicate with original signature. Please sign and date both originals if you accept the approval and return one original with as-built attached to the State Pipeline Coordinator's Office. Upon acceptance of this approval by Alyeska Pipeline Service Company, acting as agent for the Lessees, the final Right-of-Way for Spur Dike 7A at pipeline milepost 243.6 will be as shown on the above referenced as-built drawing, and pursuant to Section 1.d (ii) of the Trans Alaska Pipeline System Right-Of-Way Lease Agreement, as amended, such acceptance shall operate as a release of all interests of the Lessees in all lands added by the Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the Trans Alaska Pipeline Right-Of-Way Lease dated May 3, 1974,

ADL 63574, dated March 5, 1996, and not included in the final Right-of-Way for Related Facilities as shown in As-built Drawing No. 243B0396, Rev. 0, SPUR DIKE 7A. PROPOSED PERMANENT RIGHT-OF-WAY.

APPROVAL

Enclosed As-built Drawing No. 243B0396, Rev. 0, SPUR DIKE 7A PROPOSED PERMANENT RIGHT-OF-WAY, properly depicts the amended right-of-way on State owned land encumbered by the addition of Spur Dike 7A, and is approved as the final Right-of-Way for the Related Facility (Spur Dike 7A), as included in Exhibit D Description of the Right-of-Way for Related Facilities of the Trans Alaska Pipeline Right-Of-Way Lease dated May 3, 1974, ADL 63574, as amended.

/s/ Jerry Brossia
Jerry Brossia
State Pipeline Coordinator

ACCEPTANCE

Pursuant to Section 1.d (ii) of the Trans Alaska Pipeline System Right-Of-Way Lease Agreement, as amended, Alyeska Pipeline Service Company, agent for the Lessees, accepts the above approval on behalf of the Lessees, such acceptance shall operate as a release of all interests of Lessees in all lands added by the Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the Trans Alaska Pipeline Right-Of-Way Lease dated May 3, 1974, ADL 63574, dated March 5, 1996, and not included in the final Right-of-Way for Related Facilities as shown in As-built Drawing No. 243B0396, Rev. 0, SPUR DIKE 7A, PROPOSED PERMANENT RIGHT-OF-WAY.

9-11-96
Date

s/s Dennis E. Prendeville
Alyeska Pipeline Service Company
As Agent for the Lessees

**AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574**

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 5th day of March, 1996 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional shoreland within the Fairbanks Recording District for the purpose of constructing and maintaining a new diversion dike that extends from the pipeline right-of-way at pipeline milepost (PLMP) 243.6 into the Middle Fork Koyukuk River floodplain. The purpose of the diversion dike is to control river bank erosion and protect the Trans-Alaska Pipeline System (TAPS) by preventing the development of an active river channel over the buried pipeline at this location. The diversion dike will be situated within the SW4SE4 of Section 1, of Township 27 North, Range 13 West, Fairbanks Meridian, Alaska. The shoreland requested for construction of the dike consists of approximately 2.3 acres.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the shorelands described as:

Township 27 North, range 13 West Fairbanks, Meridian, Alaska

Section 1, SW4SE4, those lands below the ordinary high water mark of the Middle Fork Koyukuk River within the following described area:

Beginning at a point on the westerly TAP right-of-way boundary line opposite pipeline station 12863+88, the point of beginning; thence southwesterly along the westerly TAP right-of-way boundary line a distance of 200 feet to a point; thence northwesterly at right angles to the previous bearing a distance of approximately 335 feet to a point; thence northeasterly at right angles to the previous bearing a distance of approximately 400 feet to a point; thence southeasterly at right angles to the previous bearing a distance of approximately 335 feet to a point on the westerly boundary line of the TAP right-of-way; thence southwesterly along the westerly TAP right-of-way boundary line a distance of 200 feet to the point of beginning containing approximately 2.3 acres.

Located within the Fairbanks Recording District.

The land described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed, construction and review/acceptance of the as-built survey for the diversion dike, said as-built to be tied to the pipeline centerline.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE

/s/ John Shively
John Shively
Commissioner
Department of Natural Resources

/s/ Dennis E. Prendeville
Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation ARCO Transportation
Alaska, Inc. BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company Phillips Alaska Pipeline
Corporation Unocal Pipeline Company

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 5th day of March, 1996, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

/s/ Sharon Fremming
Notary Public in and for the State of Alaska
My Commission expires 5-24-99

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 26th day of February 1996, before me, personally appeared Dennis E. Prendeville, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

/s/ Kyle D. Gauthier
Notary Public in and for the State of Alaska
My Commission expires 11-25-97

AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Barrow Recording District in Book 24 Pages 0001 through 0 107 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 1st day of March, 2000 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-596, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional State of Alaska land for a temporary construction zone to accommodate the installation and maintenance of a shallow distributed vertical anode bed at pipeline milepost (PLMP) 18.7 and two semi-deep well anode systems in the vicinity of PLMPs 47.2 and 67.8. These systems are designed to provide maximum protection for future integrity of the pipeline by enhancing cathodic protection of the buried Trans-Alaska Pipeline System between PLMPs 17 and 73.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF- WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the lands within the Barrow Recording District described as:

PLMP 18.7

:

Township 8 North, Range 14 East, Umiat Meridian, Alaska

±

Those lands lying within the SW4 of Section 33 near PLMP 18.7 as depicted on the drawing submitted after the application dated 6/99 and labeled "CATHODIC PROTECTION CABLE INSTALLATION PIPELINE MP 18.7", Sheets 1 and 2.

Containing 13.0 acres, more or less.

PLMP 47.2:

Township 3 North, Range 14 East, Umiat Meridian, Alaska.

Those lands lying within the NW4 of Section 23 near PLMP 47.2 as depicted on the drawing submitted after the application dated 6/99 and labeled "CATHODIC PROTECTION CABLE INSTALLATION PIPELINE MP 47.2", Sheets 1 - 4.

Containing 11.0 acres, more or less.

PLMP 67.8:

Township 1 South Range 14 East, Umiat Meridian, Alaska.

Those lands lying within the SE4 of Section 22 near PLMP 67.8, the E2 of Section 27 along the TAPS right-of-way, and the NE4 of Section 34 near PLMP 69 as depicted on the drawings submitted after the application labeled "CATHODIC PROTECTION CABLE INSTALLATION PIPELINE MILEPOST 67.8". Sheets 1 - 4.

Containing 7.0 acres, more or less.

Aggregating 31.0 acres, more or less.

The lands described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574.

The lands needed to accommodate the cathodic protection systems after construction will be substantially less than those described above. After construction, Alyeska Pipeline Service Company will submit as-built drawings of each system for the Commissioner's approval. The asbuilt drawings will tie the systems to the pipeline centerline. Upon Alyeska's acceptance of the Commissioner's approval of the as-builts, Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574 will be amended to reflect the final, amended legal descriptions.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE

/s/ John Shively
John Shively

/s/ Peter C. Nagel

Alyeska Pipeline

Service Company
Commissioner
Department of Natural Resources

Agent for
Amerada Hess Pipeline Corporation ARCO Transportation
Alaska, Inc. BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company Phillips Alaska Pipeline
Corporation Unocal Pipeline Company

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 15th day of December, 1999, before me, personally appeared Peter C. Nagel who stated that he executed the foregoing document as authorized Representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

/s/ Michele A. Martin
Notary Public in and for the State of Alaska
My Commission expires 9-5-01

NOTARY PUBLIC
Michele A. MARTIN
My Comm. expires
September 5, 2001

STATE OF ALASKA)
)ss.
FIRST JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 1st day of March, 2000, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

 /s/ Sharon Fremming
 Notary Public in and for the State of Alaska
My Commission expires 5-24-03

AMENDMENT FOR THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Barrow Recording District in Book 24 Pages 1 through 107 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 4th day of October 1994 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional land within the Barrow Recording District for Spur Dike 3A in the Sagavanirktok River in the vicinity of pipeline milepost (PIMP) 22 and milepost 396 of the Dalton Highway. Spur Dike 3A is located at approximately pipeline station 1143+00 within Sections 17 and 18, Township 7 North, Range 14 East, Umiat Meridian, Alaska. The land requested for construction of the new Spur Dike 3A consists of approximately 10.1 acres as depicted on the drawing entitled Plan - Limits of Construction dated March 8, 1994, Exhibit A, attached and made a part hereof.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, dated May 3, 1974 ADL 63574 to include the land identified as Spur Dike 3A (NEW) as depicted on the drawing dated March 8, 1994, Exhibit A. The land is incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed, construction and review/acceptance of the as-built survey for Spur Dike 3A.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

COMMISSIONER

LESSEE

/s/ Harry A. Noah, Commissioner
Harry A. Noah, Commissioner
State of Alaska
Department of Natural Resources

/s/Dennis E. Prindeville
Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation
ARCO Transportation Alaska, Inc.
BP Pipeline (Alaska) Inc.
Mobil Alaska Pipeline Company
Phillips Alaska Pipeline Corporation
Unocal Pipeline Company

STATE OF ALASKA

)
)ss.
)

THIRD JUDICIAL DISTRICT

THIS IS TO CERTIFY that on the 4th day of October, 1994, before me, personally appeared Harry A. Noah, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

/s/ Denise Sherry
Notary Public in and for the State of Alaska
My Commission expires 8-29-95

STATE OF ALASKA

)
) ss.
)

THIRD JUDICIAL DISTRICT

THIS IS TO CERTIFY that on the 27th day of September, 1994, before me, personally appeared Dennis E. Prendeville, who stated that he/she executed the foregoing document as an authorized representative of Alyeska Pipeline Service Company as agent for its above-referenced owner companies and voluntarily on behalf of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

/s/ Kyle D. Gauthier
Notary Public in and for the State of Alaska
My Commission expires: 11-25-97

Kyle D. Gauthier, Notary Public
State of Alaska
My Commission Expires 11/25/97

AK E 0268994

AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Chitina Recording District in Book 7 Pages 0845 through 0952 on June 11, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 1st day of April, 1999 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-596, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional shore land for the purpose of enhancing the protection of the above ground Trans-Alaska Pipeline System by constructing and maintaining a 700 foot long river bank revetment structure along the north bank of the Tazlina River at pipeline milepost (PIMP) 686.7 where a suspension bridge carries the mainline pipe across the Tazlina River. The revetment will stabilizing the bank, prevent further erosion, and enhance the integrity of the pipeline by by protecting the mainline above ground bridge in this area.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OFWAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the shorelands within the Chitina Recording District described as:

The lands proposed for addition to the lease are generally described as:

Township 3 North, Range I West, Copper River Meridian, Alaska.

Section 6, NE4, those lands below the ordinary high water mark on the north bank of the Tazlina River within the following described area;

Township 4 North, Range 1 West, Copper River Meridian, Alaska.

Section 31, SE4, those lands below the ordinary high water mark on the north bank of the Tazlina River within the following described area;

Beginning at a point on the westerly TAPS right-of-way boundary line opposite pipeline station 36255+60.9 (VSM-003), the point of beginning; thence westerly at a right angle to the bearing of the pipeline a distance of approximately 510 feet to a point; thence southerly a distance of approximately 550 feet to a point below the ordinary high water mark of the Tazlina River; thence easterly a distance of approximately 950 feet to a point below the ordinary high water mark of the Tazlina River; thence northerly a distance of approximately 550 feet to a point; thence westerly a distance of approximately 440 feet to a point on the westerly boundary line of the TAPS right-of-way and the point of beginning.

Containing 6.50 acres, more or less.

The lands described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574.

The lands needed to accommodate the revetment after construction will be substantially less than those described above. After construction, Alyeska Pipeline Service Company will submit an as-built drawing for the Commissioner's approval. The as-built drawing will tie the revetment structure to the pipeline centerline. Upon Alyeska's acceptance of the Commissioner's approval of the as-built, Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574 will be amended to reflect the final, amended legal description.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE

/s/ John Shively

John Shively

Commissioner

Department of Natural Resources

/s/ Dennis E. Prindeville

Alyeska Pipeline Service Company

Agent for

Amerada Hess Pipeline Corporation

ARCO Transportation Alaska, Inc.

BP Pipelines (Alaska) Inc.

Exxon Pipeline Company

Mobil Alaska Pipeline Company Phillips Alaska Pipeline Corporation

Unocal Pipeline Company

STATE OF ALASKA)

) ss.

THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 1st day of April, 1999, before me, personally appeared Dennis E. Prindeville, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

/s/ Mary E. Cookson

Notary Public in and for the State of Alaska

My Commission expires 8-14-2002

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 1st day of April, 1999, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

/s/ Mayetta V. Jeffrey
Notary Public in and for the State of Alaska
My Commission expires 6-22-99

AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way or Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Chitina Recording District in Book 007 Pages 0845 through 0952 on June 11, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 7th day of August, 1996 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional State of Alaska land within the Fairbanks Recording District for the purpose of enhancing cathodic protection of underground segments of the TAPS pipeline between pipeline mileposts 597 to 617 by installing a conventional ground bed in Oxbow Lake, a small lake in the vicinity of pipeline milepost 609.6

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF- WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the lands described as:

Township 20 South. Range 12 East, Fairbanks Meridian, Alaska
Sections 29, 30, 31 and 32: those lands within the following described area:

Beginning at a point on the easterly TAPS right-of-way boundary line opposite pipeline station 32188+00, the point of beginning; thence northerly along the easterly TAP right-of-way boundary line a distance of approximately 2000 feet to a point; thence easterly at right angle to the previous bearing a distance of approximately 2000 feet to a point; thence southerly at right angle to the previous bearing a distance of approximately 2000 feet to a point; thence westerly at right angle to the previous bearing a distance of approximately 2000 feet to the point of beginning, containing approximately 91 acres.

The land described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed, construction and review/acceptance of the as-built survey for the conventional ground bed, said as-built to be tied to the TAPS pipeline centerline.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE

/s/ John Shively
John Shively
Commissioner
Department of Natural Resources

/s/ Dennis E. Prendeville
Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation
ARCO Transportation Alaska, Inc. BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company Phillips Alaska Pipeline
Corporation Unocal Pipeline Company

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 7th day of August personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

/s/ Mayette V. Jeffery
Notary Public in and for the State of Alaska
My Commission expired June 22, 1999

STATE OF ALASKA)
)ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 31st day of July, 1996, before me, personally appeared Dennis E. Prendeville, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

/S/ Illegible signature
Notary Public in and for the State of Alaska
My Commission expires June 30, 1998

AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 30th day of August, 1996 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite C, Anchorage Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional State of Alaska land within the Fairbanks Recording District for the purpose of increasing bank stability, reducing the threat of further erosion and enhancing the protection of the buried pipeline at the north bank of McCallum Creek.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the lands described as:

Township 19 South, Range 11 East Fairbanks Meridian, Alaska.
Section 33: NE4SW4, those lands within the following described area:

Beginning at a point on the centerline of the Trans-Alaska Pipeline at pipeline station 31755+95, the point of beginning; thence easterly at right angle to the bearing of the pipeline at the same station a distance of 125 feet to a point; thence southerly at a bearing parallel to the easterly TAPS right-of-way boundary a distance of 100 feet to a point; thence westerly at right angle to the previous bearing and passing through pipeline station 31756+95 a distance of 200 feet to a point; thence northerly at a bearing parallel to the westerly boundary of the TAPS right-of-way a distance of 100 feet to a point; thence easterly a distance of 75 feet to the point of beginning, all excluding those lands within the TAPS Right-of-Way Lease, ADL 63574, containing approximately 0.23 acre.

The land described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed, construction and review/acceptance of the as-built survey for the bank erosion repair and stabilization structure, said as-built to be tied to the TAPS pipeline centerline.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA
/s/ John Shively
John Shively
Commissioner
Department of Natural Resources

LESSEE
/s/ Dennis E. Prendeville
Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation
ARCO Transportation Alaska, Inc.
BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company
Phillips Alaska Pipeline Corporation
Unocal Pipeline Company

STATE OF ALASKA)
)ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 30th day of August, 1996, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

/s/ Rachel J. Rodriguez
Notary Public in and for the State of Alaska
My Commission expires 2-8-2000

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 29th day of August 1996, before me, personally appeared who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

/s/ Carol K. Lee
Notary Public in and for the State of Alaska
My Commission expires 8-23-2000

State of Alaska
OFFICIAL SEAL
NOTARY PUBLIC
CAROL K LEE
Commission Expires Aug. 23 2000

AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Valdez Recording District in Book 86 Pages 0802 through 0908 on May 15, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 10th day of September, 1998 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-596, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional State land for the purpose of installing and maintaining an underground cathodic protection system at the old Sheep Creek Camp at pipeline milepost (PLMP) 778.7 near Richardson Highway milepost 180. The purpose of the cathodic protection system is to in provide cathodic protection of the Trans-Alaska Pipeline System (TAPS) from PLMP 772 and 782. This underground cathodic protection system will be situated within the W1/2 of Section 7, Township 9 South, Range 3 West, Copper River Meridian, Alaska. The State land requested for construction of this system consists of approximately 3.0 acres.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the State lands within the Valdez Recording District described as:

Township 9 South, Range 3 West, Copper River Meridian Alaska.
Section 7, W2, the lands within the following described area;

Beginning at a point on the easterly Trans Alaska Pipeline (TAP) right-of-way boundary line opposite pipeline station 41118+00, the point of beginning; thence southeasterly at right angle to the bearing of the pipeline along the powerline access road a distance of approximately 1000 feet to a point near the southwest corner of the old Sheep Creek Camp; thence northeasterly along the edge of and within the old Sheep Creek Camp pad a distance of approximately 1600 feet to a point parallel to pipeline station 41102+00; thence northwesterly a distance of approximately 50 feet to a point; thence southwesterly parallel to the edge of and within the old Sheep Creek Camp pad a distance of approximately 1550 feet to a point near the southwest corner of the old Sheep Creek Camp; thence northwesterly a distance of approximately 1000 feet to a point on the easterly boundary line of the TAP right-of-way; thence southwesterly along the easterly boundary line of the TAP right-of-way approximately 50 feet to the point of beginning, containing approximately 3.00 acres.

The lands described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed; construction of the revetment structure; the Commissioner's approval of the as-built drawing which will be tied to the pipeline centerline; and Alyeska's acceptance of the Commissioner's approval of the as-built.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE

/s/ John Shively

John Shively

Commissioner

Department of Natural Resources

/s/ Dennis E. Prendeville

Alyeska Pipeline Service Company

Agent for

Amerada Hess Pipeline Corporation

ARCO Transportation Alaska, Inc. BP Pipelines (Alaska) Inc.

Exxon Pipeline Company

Mobil Alaska Pipeline Company Phillips Alaska Pipeline Corporation

Unocal Pipeline Company

Page 2 of 3

STATE OF ALASKA)

) ss.

THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 9th day of September, 1998, before me, personally appeared Dennis E. Prendeville who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

/s/ Gail S. Davis

Notary Public in and for the State of Alaska

My Commission expires June 22, 1999

STATE OF ALASKA)

)ss.

THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 10th day of September 1998, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

/s/ Mayette V. Jeffery

Notary Public in and for the State of Alaska

My Commission expires 6-22-1999

Page 3 of 3

AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Chitina Recording District in Book 7 Pages 0845 through 0952 on July 11, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 18th day of September, 2001 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for the Trans Alaska Pipeline System owner companies located at 1835 South Bragaw Street, Mailstop-596, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional State of Alaska land for a temporary construction zone to accommodate the installation and maintenance of a U-shaped gravel containment berm and one or more diversion dikes on the south bank of the Tazlina River at pipeline milepost 687.0. These structures will provide additional response time for area responders to take intervening action, in the event of an oil spill, before oil reaches the Tazlina River.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the lands within the Chitina Recording District described as:

Township 3 North Range 1 West. Copper River Meridian, Alaska.

Section 6, NE4, those lands lying easterly and within 400 feet of the easterly Trans-Alaska Pipeline System (TAPS) right-of-way boundary and lying westerly and within 100 feet of the westerly TAPS right-of-way boundary, and those lands lying within approximately 150 feet of the centerline of the entire length of the old material site access road, as depicted on the drawing submitted with the Issued for Construction package labeled: "ALYESKA PIPELINE SERVICE COMPANY OSCP CONTAINMENT DIKES PROJECT NO. F209 TAZLINA RIVER - SOUTH BANK (MP 686.9) SITE PLAN".

Containing approximately 20.0 acres.

The lands described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574.

The lands needed to accommodate the containment berm and dike(s) after construction will be substantially less than those described above. After construction, Alyeska Pipeline Service Company will submit an as-built drawing for the Commissioner's approval. The as-built drawing will tie the structures to the pipeline centerline. Upon Alyeska's acceptance of the Commissioner's approval of the as-built, Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574 will be amended to reflect the final, amended legal description.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE

/s/ Pat Pourchot

Pat Pourchot

Commissioner

Department of Natural Resources

s/s Peter C. Nagel

Alyeska Pipeline Service Company

Agent for the

Trans Alaska Pipeline System owner companies

STATE OF ALASKA

)

) ss.

THIRD JUDICIAL DISTRICT

)

THIS IS TO CERTIFY that on the 18th day of September 2001, before me, personally appeared Peter C. Nagel, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

/s/ Debbie J. Whetham

Notary Public in and for the State of Alaska

My Commission expires 9-29-04

STATE OF ALASKA

)

) ss.

THIRD JUDICIAL DISTRICT

)

THIS IS TO CERTIFY that on the 18th day of September 2001, before me, personally appeared Pat Pourchot, the Commissioner of the Department of Natural Resources of the State of Alaska who executed the foregoing Amendment and acknowledged voluntarily signing the same.

/s/ Wanda Thaggard

Notary Public in and for the State of Alaska

My Commission expires May 16, 2005

AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Valdez Recording District in Book 86 Pages 802 through 908 on May, 15, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 5th day of November 1996 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional State of Alaska land within the Valdez Recording District for the purpose of enhancing cathodic protection of underground segments of the TAPS pipeline between pipeline mileposts 790 to 800 by installing a conventional distributed ground bed system within to the Dayville Road right-of-way, managed by the Alaska Department of Transportation and Public Facilities, and the transmission line right-of-way, ADL 80113, issued to the Alaska Energy Authority in the vicinity of pipeline milepost 795.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF- WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the lands described as:

Township 9 South, Range 6 West. Copper River Meridian, Alaska. Sections 13 and 14, that portion more fully described as;

Parcel 1A: An approximately fifty foot wide parcel within the Dayville Road right-of-way on the south side of the Dayville Road all lying between the road bed and the utility pole line and between road stations 281 and 300+07.59 as shown on the Alaska Department of Transportation and Public Facilities Right-of-Way Map, Alaska Project S-0863-(1), dated November 27, 1973 and filed as Plat No. 74-8 on October 9, 1974 in the Valdez Recorder's Office, containing approximately 2.18 acres.

Parcel 1B: An approximately fifty foot wide parcel within the Dayville Road

right-of-way on the south side of the Dayville Road all lying between the road bed and the utility pole line and between road stations 300+07.59 and 302 as shown on the Alaska Department of Transportation and Public Facilities Right-of-Way Map, Alaska Project S-0863-(1), dated November 27, 1973 and filed as Plat No. 74-8 on October 9, 1974 in the Valdez Recorder's Office and excluding all lands within U.S Survey 213, containing approximately 0.23 acres.

Parcel 2: An approximately seventy-five foot wide parcel immediately adjacent to the south boundary of Parcel 1 A above and running between road stations 294 and 297 as shown on the same plat as for Parcel 1A above, all lying within either the Dayville Road right-of-way or the tract of land labeled as "Portion of Lowe River" which lies adjacent to Lots 3, 4 & 5, Block 2 on the Plat of Valdez Industrial Park, A Subdivision of the E1/2 of USS 212 & All of USS 213, filed in the Valdez Recorder's Office as Plat no. 75-5 on June 20, 1975, containing approximately 0.5 acres.

Subject to the Dayville Road right-of-way and the terms of Utility Permit No. 2-191600-96084, issued by the Department of Transportation and Public Facilities, which are by reference incorporated in this Amendment, and further subject to the transmission line rightof-way, ADL 80113, granted to the Alaska Energy Authority.

The land described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed, construction and review/acceptance of the as-built survey for the conventional ground bed system, said as-built to be tied to the TAPS pipeline centerline.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA
/s/ John Shively
Commissioner
Department of Natural Resources

LESSEE
/s/ Dennis E. Prendeville
Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation
ARCO Transportation Alaska, Inc.
BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company
Phillips Alaska Pipeline Corporation
Unocal Pipeline Company

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 5th day of November, 1996, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

/s/ Mayetta V. Jeffery
Notary Public in and for the State of Alaska
My Commission expires 6-22-99

AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Barrow Recording District in Book 24 Pages 1 through 107 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 9th day of May, 1995 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional land adjacent and contiguous to Pump Station 2 and Pump Station 3. The additional land adjacent and contiguous to Pump Station 2 is located at approximately PLMP 57.7 and Dalton Highway milepost 360, within Section 7, Township 1 North, Range 15 East, Umiat Meridian, Alaska. The additional land adjacent and contiguous to Pump Station 3 is located at approximately PLMP 104.2 and Dalton Highway milepost 312.7, within Sections 16 and 17, Township 7 South, Range 14 East, Umiat Meridian, Alaska. The additional land at each pump station is for storage and other operation and maintenance support activities.

AND WHEREAS, the Commissioner's Decision of October 4, 1994, found the addition of these lands to be in the best interest of the state pursuant to AS 38.35.015.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the lands below described:

Beginning at Corner 2 of the survey plat for Pump Station No. 2, located within Sec. 12, TIN, R14E; & Sec. 7, TIN, R15E, U.M., Alaska and recorded in the Barrow Recording District on February 23, 1995 as plat 95-1, the true point of beginning; thence S0°25'48"W a distance of 243.23' to Corner 3; thence N64°20'47"W a distance of 103.64' to Corner 4; thence S25°39'05"W a distance of 1062.88' to Corner 5; thence N64°21'09"W a distance of 411.94' to Corner 6; thence N10°41'48"E for a distance of 1133.17' to Corner 7; thence S79°18'13"E for a distance of 728.97' back to the true point of beginning.

Containing 15.81 acres, more or less.

According to the survey plat for Pump Station No. 2, located within Sec. 12, TIN, R14E; & Sec. 7, TIN, R15E, U.M., Alaska and recorded in the Barrow Recording District on February 23, 1995 as plat 95-1.

Beginning at Corner 2 of the survey plat for Pump Station No. 3, located within Sec. 8, 9, 16, 17, T7S, R14E, U.M., Alaska and recorded in the Barrow Recording District on February 23, 1995 as plat 95-2; thence S 89°44'24" W a distance of 313.06' to Corner 3, the true point of beginning; thence S 00°15'38" E a distance of 545.10' to Corner 4; thence S 89°44'19" W a distance of 255.99' to the TAPS pipeline centerline; thence S 89°44'14" W a distance of 159.66' to Corner 5; thence S 00°15'46" E a distance of 830.27' to Corner 6; thence

S 89°44'11" W a distance of 665.75' to Corner 7; thence N 00°24'42" E for a distance of 1375.47' to Corner 8; thence N 89°44'13" E for a distance of 1065.09' back to the true point of beginning.

Containing 25.97 acres, more or less.

According to the survey plat for Pump Station No. 3, located within Sec. 8, 9, 16, 17, T7S, R14E, U.M., Alaska and recorded in the Barrow Recording District on February 23, 1995 as plat 95-2.

The lands described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE

/s/ John Shively

John Shively

Commissioner

Department of Natural Resources

/s/ Dennis E. Prendeville

Alyeska Pipeline Service Company

Agent for

Amerada Hess Pipeline Corporation ARCO Transportation

Alaska, Inc. BP Pipelines (Alaska) Inc.

Exxon Pipeline Company

Mobil Alaska Pipeline Company Phillips Alaska Pipeline

Corporation Unocal Pipeline Company

STATE OF ALASKA)

)ss.

THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 9th of May, 1995, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

/s/ Susan Fremming

Notary Public in aid for the State of Alas

My Commission expires 5-24-95

THIRD JUDICIAL DISTRICT)
)ss.
STATE OF ALASKA)

THIS IS TO CERTIFY that on the 24th day of April, 1995, before me, personally appeared Dennis E Prendeville, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

/s/ Kyle D. Gauthier
Notary Public in and for the State of Alaska
My Commission expires 11-25-97

Kyle ®. Gauthier, Notary Public
State of Alaska
My Commission Expires 11/25/97

Alyeska pipeline

1835 SOUTH BRAG BRAGAW STREET, ANCHORAGE, ALASKA 99512, TELEPHONE (907) 278-1611, TELEX 090-25-127

HAND DELIVERED

January 11, 1982

Letter No. 82-2016

State of Alaska
Department of Natural Resources
Division of Forest, Land & Water Management
520 E. Fourth Avenue
Anchorage, Alaska 99501
Attn: Mr. William O. Thompson

Gentlemen:

We have at long last received all eight Owner Company executions of counterparts of the amendment to the State of Alaska Right-of-Way Lease, the State having executed the amendment through Mr. Robert LeResche, then Commissioner, under date of June 24, 1981.

We regret the delay in this matter. One original, executed amendment from each Owner Company is enclosed.

Thank you very much for your assistance in this matter and your cooperation in dealing with. our delay.

Sincerely,

ALYESKA PIPELINE SERVICE
COMPANY, Agent for its Owners



Maurice J. Prokhorov

General Counsel

jpv
enclosures

1-12-82

STATE OF ALASKA

JAYS. HAMMOND, GOVERNOR

DEPARTMENT OF NATURAL RESOURCES

OFFICE OF THE COMMISSIONER , 11TH FLOOR, STATE OFFICE
BLDG. POUCH M - JUNEAU 99811

June 24, 1981

Mr. F. G. Turpin, President
Alyeska Pipeline Service Company
1835 South Bragaw Street
Anchorage, Alaska 99512

Dear Mr. Turpin:

This letter is in response to Alyeska letter number 80-1882-G dated July 30, 1980, and subsequent discussions between your attorney, representatives of the Attorney General's Office, and members of my staff concerning modification of the TAPS Right-of-Way Boundaries (as existed during construction) to be modified in such a way as will result in the Lessees retaining only the Right-of-Way for Related Facilities described in the Lease, and a Right-of-Way along the pipeline not exceeding 100 feet in width with the centerline of the line of pipe and Right-of-Way being the same unless the Right-of-Way is expanded in the manner provided in the Lease. A review of subsequent correspondence and documentation suggests that an amendment to Section 1.d.(ii) of the Lease Agreement is necessary and appropriate before the "Modification of Right-of-Way Boundaries" requested can be approved and the Related Facility areas be finalized.

Therefore, under the authority of AS 38.05. et. seq., I propose to amend Section 1.d.(ii) of the Right-of-Way Lease Agreement to read as follows:

"(ii) After completion of construction of the Pipeline within a particular Mapping Segment, the land subject to the Right-of-Way shall be (1) 400 feet in width along the line of pipe across State Land, except that in locations where the line of pipe enters or crosses any river, river bed or flood plain, the width of the Right-of-Way shall be 600 feet in width within an area bounded by parallel lines on each side of and 1,000 feet from the centerline of the particular river, the centerline of the pipe being also the centerline of the 400 and 600 foot Rights-of-Way, and (2) the sites for Related Facilities described in Exhibit "D". Following the commissioning of the pipeline and as soon as practical thereafter, Lessees shall release all interest(s) in such portions of the above established Right-of-Way

as will result in Lessees retaining no more than (1) the Right-of-Way for Related Facilities described in Exhibit "D" and (2) the Right-of-way along the lines of pipe not exceeding 100 feet in width at such locations where the Commissioner to retain a wider Right-of-way has found and recorded the Commissioner's judgment a wider Right-of-way is necessary for the operation and maintenance of the Pipeline after construction and/or that a wider Right-of-way is necessary to protect the environment or public safety, the width of the Right-of-way which Lessees retain may exceed the 100 feet in width in accordance with the Commissioner's finding. Approval by the Commissioner of filing(s) by Lessees requesting a final Right-of-Way width and Right-of-Way for Related Facilities and acceptance of such approval by Lessees shall operate as a release of all interests of Lessees in all lands not included in the final Right-of-way for the Pipeline and Related Facilities."

In addition, Subparagraph e of Section 1 is amended to read as follows:

"Lessees shall survey and provide adequate monumentation as the Commissioner may require to locate and describe the Right-of-way and the Lessees shall file: (i) proof of construction of the Pipeline in accordance with the provisions of this Lease and the applicable regulations of the Department of Natural Resources; and (ii) a map, or maps or survey, approved by the Commissioner, showing the final "as built" location of the completed Pipeline, including the final locations of all buried and aboveground improvements, all to be referenced to the boundaries of the Right-of-Way as definitely located."

I request that you notify me if you accept the above amendment at your earliest convenience. The above amendment will become effective immediately upon acceptance indicated by signature below. This letter amendment may be executed in counterpart. It will be appreciated if I am furnished one executed copy of each counterpart. To assist in accomplishing that, I enclose sixteen executed copies.

Sincerely,

THE STATE OF ALASKA

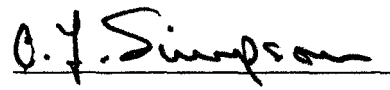

Robert E. LeResche

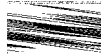
Date:

ARCO PIPE LINE COMPANY ^{q/c}

By: 
Title: Senior Vice President

BP PIPELINES INC.

By: 
Title: President



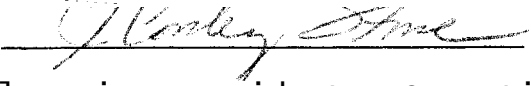
Date: 10-14-81

ALASKA PIPELINE CORPORATION By: Date:

Title:

ACCEPTED BY LESSEES:

AMERADA HESS PIPELINE CORPORATION

By:  Date: _____
Title: Vice President - Operations

UNION ALASKA PIPELINE COMPANY

By: Don Flanagan Date: 10-1-81

Title: Vice President

ACCEPTED BY LESSEES:

PHILLIPS ALASKA PIPELINE

By: W. Dean Hendrix Date: August 26, 1981

Title: Vice President

**STATE OF ALASKA DEPARTMENT OF NATURAL RESOURCES
STATE PIPELINE COORDINATOR'S OFFICE**

411 West 4th Avenue, Suite 2
Anchorage, Alaska 99501-2343
(907) 271-4336 or (907) 271-5070

(CORRECTED) ASSIGNMENT OF RIGHT-OF-WAY LEASE

Non-refundable filing fee: \$100.00; 75-1437831 ADL No. 63574
200.00 if assignee is a corporation Federal Tax I.D. or SSN# (optional)

For Value received, I (we), Mobil Alaska Pipeline Company
whose mailing address is: P.O. Box 2220, Houston, Texas 77252-2220
lessee(s) under the right-of-way lease designated as ADL No. 63574, which was recorded
in Valdez Recording District on May 15, 1979, in Book 86 and Pages 802-908,
in Chitina Recording District on June 11, 1979, in Book 7 and Pages 845-950A,
in Rampart Recording District on July 16, 1979, in Book 4 and Pages 237-343,
in Fairbanks Recording District on July 16, 1979, in Book 149 and Pages 799-905,
in Barrow Recording District on July 16, 1979, in Book 24 and Pages 1-107,
and covering state owned lands within the following described property within Valdez, Chitina, Rampart, Fairbanks
and Barrow Recording Districts:

Commencing at the point of origin at the southeast boundary of Alaska State Land Survey
74-84 (Pump Station Number 1) within Section 5, Township 10 North, Range 14 East, Umiat,
thence following the Trans-Alaska Pipeline to its termination at the easterly boundary of the
Valdez Marine Terminal within section 17, Township 9 South, Range 6 West, Copper River
Meridian.

Do hereby assign, for good and valuable consideration, and subject to all rents, covenants, and conditions, all right
and interest, in the above right-of-way lease to assignee(s): Williams Alaska Pipeline Company, L.L.C.
Whose mailing address is: One Williams Center, Tulsa Oklahoma 74172

and successors and assigns, for the remaining term of the above right-of-way lease, commencing on the date this
assignment is executed by the State of Alaska.

/s/ Jeffrey M. Ray
ASSIGNOR
Mobil Alaska Pipeline Company by its President

STATE OF TEXAS)ss.
Harris County)

THIS IS TO CERTIFY that on this 15th day of December, 2000, before me appeared
Jeffery M. Ray, known to me to be the President of Mobil Alaska Pipeline Company, named assignor(s)
Who executed this assignment and acknowledged voluntarily signing the same.

/s/ Maria L. Paredes
Notary Public in and for the State of Texas
My Commission Expires Aug. 15, 2003

The Assignee(s) Williams Alaskas Pipeline Company, L.L.C.,
herein expressly assume(s) the obligation to pay any and all prior, or delinquent taxes, liens of any nature, p
interest, or any other obligations charged against the lands described above and to fulfill all the terms, conditi
covenants fo the right-of-way lease ADL No. 63574 as of the date of this assignment.

73-1505472 /s/ Steve Malcolm
Fed. Tax ID or SSN# (Assignee)

Fed Tax ID or SSN # (Assignee) ASSIGNEE(S)

STATE OF OKLAHOMA)
) ss.
County of Tulsa)

THIS IS TO CERTIFY that on this 19th day of December, 2000, before me appeared
STEVE MALCOLM, known to me to be the person(s) named as assignees(s) who
executed this assignment and acknowledged voluntarily signing the same.

/s/ Wanda Hollon
Notary Public in and for the State of Oklahoma
My Commission Expires 4/23/2004

STATE OF ALASKA)
) ss.

Judicial District)

THIS IS TO CERTIFY that on this _____ day of _____, 19____, before me appeared
executed this assignment and acknowledged voluntarily signing the same.

Notary Public in and for the State of Alaska
My Commission Expires _____

APPROVED:

/s/ William Britt, Jr. 1/8/01
State Pipeline Coordinator
State Pipeline Coordinator's Office
Department f Natural Resources